

LAW OFFICES OF RICHARD A. FOGEL, PLLC

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RECORDATION NO. 23868 **FILED**

March 22, 2006

MAR 23 '06

2-42 PM

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20046
Attention: Recordation

SURFACE TRANSPORTATION BOARD

RE: Documents for Recordation
Trinity Industries Leasing Company
[C] Indenture Trust Supplement No. 11

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Memorandum of [C] Trust Indenture Supplement No. 11, a primary document, dated as of March 7, 2006, between Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York, as Trustee (the "Trustee");
2. Two (2) executed originals of a Partial Release of Trust Indenture, a secondary document, dated March 7, 2006, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated March 7, 2006; and

The enclosed Memorandum of [C] Trust Indenture Supplement No. 11 and Memorandum of Leases referenced in paragraphs 1 and 2, above, relate to the [C] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [C] Trust Indenture Supplement No. 1 dated as of February 15, 2002 among the Company, the Guarantor and the Trustee, which was filed and recorded under Recordation Nos. 23868 and 23865, respectively, on February 15, 2002.

The enclosed Partial Release of Trust Indenture referenced in paragraph 3, above, relates to various railcars and the lease thereof subject to the said [C] Trust Indenture and Security

Agreement that were released from the Trust Indenture and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of the Trustee is 101 Barclay Street, 8th Floor, New York, New York 10286.

The railroad equipment covered by the Supplement to [C] Trust Indenture Supplement No. 11 is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Our firm check in the amount of \$99.00 is enclosed to cover the recordation fee for these three documents.

You are hereby authorized to deliver any unneeded copies of the enclosed documents, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Fogel", with a stylized flourish at the end.

Richard A. Fogel

RAF/slf
encl.

cc: Michael Cottrell

Equipment for Substitution - Pool C

ID	Asset Mark	Lessee Name	Rider	EtcNumber	Mfg date
1	CEPX001005	BEHR IRON & STEEL INC	1.1	901	7/31/2002
2	CEPX001110	BEHR IRON & STEEL INC	1.1	901	7/31/2002
3	CEPX001325	BEHR IRON & STEEL INC	1.1	901	7/31/2002
4	CEPX001375	BEHR IRON & STEEL INC	1.1	901	7/31/2002
5	CEPX001383	BEHR IRON & STEEL INC	1.1	901	7/31/2002
6	CEPX001389	BEHR IRON & STEEL INC	1.1	901	7/31/2002
7	CEPX001475	BEHR IRON & STEEL INC	1.1	901	7/31/2002
8	CEPX001476	BEHR IRON & STEEL INC	1.1	901	7/31/2002
9	CEPX001576	BEHR IRON & STEEL INC	1.1	901	7/31/2002
10	CEPX001619	BEHR IRON & STEEL INC	1.1	901	7/31/2002
11	CEPX001762	BEHR IRON & STEEL INC	1.1	901	7/31/2002
12	CEPX001810	BEHR IRON & STEEL INC	1.1	901	7/31/2002
13	TILX036091	CITGO PETROLEUM CORP	1.1	901	7/31/2002
14	TILX036092	CITGO PETROLEUM CORP	1.1	901	7/31/2002
15	TILX036093	CITGO PETROLEUM CORP	1.1	901	7/31/2002
16	TILX036094	CITGO PETROLEUM CORP	1.1	901	7/31/2002
17	TILX036095	CITGO PETROLEUM CORP	1.1	901	7/31/2002
18	TINX004004	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
19	TINX004006	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
20	TINX004007	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
21	TINX004009	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
22	TINX004019	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
23	TINX004026	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
24	TINX004033	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
25	TINX004039	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
26	TINX004040	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
27	TINX004051	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
28	TINX004058	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
29	TINX004063	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
30	TINX004071	KANSAS CITY SOUTHERN DE MEXICO	5	901	12/1/2004
31	TILX003169	MERIDIAN AGGREGATES COMPANY	2	900	1/21/1998
32	TILX003179	MERIDIAN AGGREGATES COMPANY	2	900	1/21/1998
33	TILX003180	MERIDIAN AGGREGATES COMPANY	2	900	1/21/1998
34	TILX003186	MERIDIAN AGGREGATES COMPANY	2	900	1/21/1998
35	TILX400256	SHELL OIL CO	10.1	901	9/15/1992
36	TILX400257	SHELL OIL CO	10.1	901	9/15/1992
37	TILX400258	SHELL OIL CO	10.1	901	11/9/1992
38	TILX400259	SHELL OIL CO	10.1	901	9/17/1992
39	TILX400260	SHELL OIL CO	10.1	901	9/25/1992
40	TILX400261	SHELL OIL CO	10.1	901	10/19/1992
41	TILX400262	SHELL OIL CO	10.1	901	9/15/1992
42	TILX400263	SHELL OIL CO	10.1	901	10/29/1992
43	TILX400264	SHELL OIL CO	10.1	901	9/15/1992
44	TILX400265	SHELL OIL CO	10.1	901	9/17/1992
45	TILX400266	SHELL OIL CO	10.1	901	9/15/1992
46	CEPX001020	M R LOGISTICS	1	901	7/31/2002
47	CEPX001077	M R LOGISTICS	1	901	7/31/2002
48	CEPX001127	M R LOGISTICS	1	901	7/31/2002
49	CEPX001134	M R LOGISTICS	1	901	7/31/2002
50	CEPX001150	M R LOGISTICS	1	901	7/31/2002
51	CEPX001278	M R LOGISTICS	1	901	7/31/2002
52	CEPX001309	M R LOGISTICS	1	901	7/31/2002
53	CEPX001347	M R LOGISTICS	1	901	7/31/2002
54	CEPX001355	M R LOGISTICS	1	901	7/31/2002
55	CEPX001364	M R LOGISTICS	1	901	7/31/2002

Equipment for Substitution - Pool C

ID	Asset Mark	Lessee Name	Rider	EtcNumber	Mfg date
56	CEPX001402	M R LOGISTICS	1	901	7/31/2002
57	CEPX001416	M R LOGISTICS	1	901	7/31/2002
58	CEPX001417	M R LOGISTICS	1	901	7/31/2002
59	CEPX001421	M R LOGISTICS	1	901	7/31/2002
60	CEPX001469	M R LOGISTICS	1	901	7/31/2002
61	CEPX001492	M R LOGISTICS	1	901	7/31/2002
62	CEPX001730	M R LOGISTICS	1	901	7/31/2002
63	CEPX001824	M R LOGISTICS	1	901	7/31/2002
64	TILX120000	MARSULEX INC	6	30	5/22/1986
65	TILX120001	MARSULEX INC	6	30	5/22/1986
66	TILX120002	MARSULEX INC	6	30	5/22/1986
67	TILX120003	MARSULEX INC	6	30	5/22/1986
68	TILX120004	MARSULEX INC	6	30	5/22/1986
69	TILX120005	MARSULEX INC	6	30	5/22/1986
70	TILX301138	NGL SUPPLY WHOLESALE LLC	2	901	10/23/1996
71	TILX301140	NGL SUPPLY WHOLESALE LLC	2	901	10/23/1996
72	TILX200125	POTASH CORP	1	901	11/20/1995
73	TILX290393	RAILTEX INC	1	901	2/28/2003
74	TILX290398	RAILTEX INC	1	901	2/28/2003
75	TILX290366	RAILTEX INC	1	901	2/17/2003
76	TILX290368	RAILTEX INC	1	901	2/17/2003
77	TILX250168	TYSON FRESH MEATS INC	6.1	901	1/28/1993
78	TILX250169	TYSON FRESH MEATS INC	5	901	1/29/1993

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SURFACE TRANSPORTATION BOARD [C]-11

MEMORANDUM OF [C] TRUST INDENTURE SUPPLEMENT NO. 11

This Memorandum of [C] Trust Indenture Supplement No. 11 (this "Memorandum") is made and entered into by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company") and Trinity Industries, Inc., a Delaware corporation (the "Guarantor") pursuant to the Security Agreement (as defined below) respecting (i) that certain [C] Trust Indenture and Security Agreement dated as of February 15, 2002, among the Company, the Guarantor and The Bank of New York, as trustee (the "Trustee"), and (ii) that certain [C] Trust Indenture Supplement No. 1 dated as of February 15, 2002, among the Company, the Guarantor and the Trustee (collectively, the "Security Agreement").

Pursuant to the provisions of the Security Agreement, the Company and the Guarantor hereby affirm and acknowledge that:

1. The Company has agreed to execute and deliver to the Trustee an equipment note and the Trustee has agreed to accept such an equipment note from the Company and, as security therefor, grant the Trustee a first priority security interest in (i) certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and (ii) certain leases with respect to such equipment identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto, subject to the terms defined in the Security Agreement.

2. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and the Registrar General of Canada.

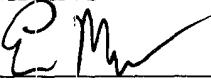
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of March 7, 2006.

COMPANY:

GUARANTOR:


TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 

Name: Eric Marchetto

Title: Vice President

By: 

Name: James E. Perry

Title: Treasurer

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 7th day of March, 2006, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of Trinity Industries Leasing Company, that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cathy I. Gott
Notary Public

My Commission Expires: 5-26-2006



STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 7th day of March, 2006, before me personally appeared James Purry, to me personally known, who being duly sworn, stated that he is Treasurer of Trinity Industries, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cathy I. Gott
Notary Public

My Commission Expires: 5-26-2006



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52	CEPX001309	M R LOGISTICS	1	901	7/31/2002
53	CEPX001347	M R LOGISTICS	1	901	7/31/2002
54	CEPX001355	M R LOGISTICS	1	901	7/31/2002
55	CEPX001364	M R LOGISTICS	1	901	7/31/2002

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60	CEPX001469	M R LOGISTICS	1	901	7/31/2002
61	CEPX001492	M R LOGISTICS	1	901	7/31/2002
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65	TILX120001	MARSULEX INC	6	30	5/22/1986
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69	TILX120005	MARSULEX INC	6	30	5/22/1986
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71	TILX301140	NGL SUPPLY WHOLESALE LLC	2	901	10/23/1996
72	TILX200125	POTASH CORP	1	901	11/20/1995
73	TILX290393	RAILTEX INC	1	901	2/28/2003
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76	TILX290368	RAILTEX INC	1	901	2/17/2003
77	TILX250168	TYSON FRESH MEATS INC	6.1	901	1/28/1993
78	TILX250169	TYSON FRESH MEATS INC	5	901	1/29/1993

Equipment for Substitution

ID	Lessee #	Lessee Name	Rider	Units
1	21110	BEHR IRON & STEEL INC	1.1	12
2	3094	CITGO PETROLEUM CORP	1.1	5
3	10931	KANSAS CITY SOUTHERN DE ME	5	13
4	7472	MERIDIAN AGGREGATES COMP/	2	4
5	10060	SHELL OIL CO	10.1	11
6	23517	M R LOGISTICS	1	18
7	20287	MARSULEX INC	6	6
8	24936	NGL SUPPLY WHOLESALE LLC	2	2
9	8617	POTASH CORP	1	1
10	9289	RAILTEX INC	1	4
11	5827	TYSON FRESH MEATS INC	6.1	1
12	5827	TYSON FRESH MEATS INC	5	1